



Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



August 28, 2003

RECORDATION NO. 24543 FILED

AUG 29 '03

2-59 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of July 29, 2003 between the following parties:

Lessee: Ohio Central Railroad, Inc.
47849 Papermill Road
Coshocton, OH 43812

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, five (5) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated July 29, 2003 related to five (5) railcars bearing reporting marks MVRV 100005, 100009, 100012, 100014, 100015.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed check for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 621-8770 ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

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AUG 29 '03

2:50 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 29th day of July, 2003, is intended to evidence the lease dated as of July 29, 2003 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD, INC.**, a Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the five (5) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC.

OHIO CENTRAL RAILROAD, INC.

By: 

By: 

Name: James H. Goetz

Name: WILLIAM A. STEWART

Title: Executive Vice President & CFO

Title: President

Date: July 29, 2003

Date: 8-8-03

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 29th day of July, 2003, by James H. Goetz, the Executive Vice President & CFO of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Ohio)
) SS:
COUNTY OF Coshocton)

The foregoing instrument was acknowledged before me this 8 day of August 2003, by William H. Strawn II the President of Ohio Central Railroad, Inc., an Ohio corporation, on behalf of the corporation.

Kimberly R. Wright
Notary Public

My Commission expires:

June 5, 2008



KIMBERLY R. WRIGHT
Notary Public, State of Ohio
My Commission Expires
June 5, 2008

EXHIBIT A

To the Memorandum of Lease dated July 29, 2003, between Joseph Transportation Services, Inc. and Ohio Central Railroad, Inc.

DESCRIPTION OF UNITS

Five (5) railcars bearing reporting marks as follows:

MVRY 100005
MVRY 100009
MVRY 100012
MVRY 100014
MVRY 100015